FORM D



1215418

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB	APPROVAL
	ALLIYOVAL.

OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response . . . 16.00

SEC USE ONLY						
Prefix		Serial				
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Name of Littering / Lakes				
	k if this is an amendment and r	name has changed, and i	ndicate change.)	
2003 Convertible Note C)ffering			
Filing Under (Check box(es) that apply): \square Rule 504 \square	☐ Rule 505	6 ☐ Section 4(6) ☐ ÛÛQE	
Type of Filing: New Fi	ling			
	A. BASIC	TDENTIFICATION B	ATA	
1. Enter the information requ	uested about the issuer		13/	
Name of Issuer (check i	f this is an amendment and nan	ne has changed, and ind	icate change Y FEB 0 2 2004	
Manifold Products, LLC				
Address of Executive Office		treet, City, State, Zip Co	de) Telephone Nûmber (Including Area Cod	;)
1220 Washington Street	, West Newton, MA 02465		(617)332-7200 181	
Address of Principal Busine			de) Telephone Number (Including Area Cod	e)
(if different from Executive	Offices) Same as ab	ove.	Same as above.	
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Brief Description of Busines	13			
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To acquire, develop, holproducts, technologies, Type of Business Organizati	d, own, finance, market, c and intellectual property a on limited partnershi limited partnershi Incorporation or Organizations or Organization: (Enter two-le	p, already formed p, to be formed Month Year 1 0 2	ting to products and technologies. Some other (please specify): Limited Liability Company EB 03	SON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

States

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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	The Highest	A. BASIC IDENTI	FICATION DATA		
2. Enter the information red	quested for the fo	ollowing:			
 Each promoter of the 	issuer, if the iss	uer has been organized	within the past five year	rs;	
 Each beneficial ownersecurities of the issue 		ver to vote or dispose, or	r direct the vote or dispo	sition of, 10% o	or more of a class of equity
Each executive office	r and director of	corporate issuers and of	corporate general and ma	maging partners	of partnership issuers; and
• Each general and ma	naging partner o	f partnership issuers.			- · · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Edward H. Levine					
Business or Residence Addr	•	l Street, City, State, Zip	Code)		
16 Holly Street, Provide	The same of the sa				
Check Box(es) that Apply;	publication Carporation	⊠ Beneficial Owner	☐ Executive Officer	☐ Director →	☐ General and/or Managing Partner
Full Name (Last name first, John M. Sallay	if individual)			The State of	The second of th
Business or Residence Addr 555 Wellesley Street, We	1000		Code)		
Check Box(es) that Apply:			☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Kevin M. Johnson	ii iiiui (iuuui)				
Business or Residence Addr	ess (Number and	Street, City, State, Zip	Code)		
c/o Manifold Products, L	-	· •	•		
Check Box(es) that Apply:	Marie Control of the			CONTRACTOR OF THE PROPERTY OF	☐ General and/or Managing Partner
Full Name (Last name first, Jack Stewart	if individual)		per anno a service de la company de la compa		
Business or Residence Addr	100000000000000000000000000000000000000		Code)		
53 Temple Street, Welles Check Box(es) that Apply:		Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
run Name (Last name first,) Tooke, Michael K.	ir marviduai)				
Business or Residence Addre	ess (Number and	Street City State 7in	Code)	·	
c/o Manifold Products, L	•		•		
Check Box(es) that Apply:		⊠ Beneficial Owner	☐ Executive Officer.	☐ Director	☐ General and/or Moveding Posters
Full Name (Last name first,	if individual)	and the second s	The second secon	Property of the second	Managing Partner
JEM Partners Ltd. Business or Residence Addro	ess (Number and	Street, City, State, Zin	Code)		
Ten Derne Street, Bosto	n, MA 02114		The second secon		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first	if individual)				· ·

Business or Residence Address (Number and Street, City, State, Zip Code)

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•	Each promoter of th	e issuer, if the iss	suer has been organized	within the past five yea	rs;	
•	Each beneficial own securities of the issu		wer to vote or dispose, o	r direct the vote or dispo	sition of, 10%	or more of a class of equity
•	Each executive office	er and director of	corporate issuers and of	corporate general and ma	anaging partners	s of partnership issuers; and
•	Each general and ma	anaging partner o	of partnership issuers.			
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Full N	Name (Last name first,	, if individual)				
Busin	ess or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
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☐ Beneficial Owner ☐ Executive Officer

☐ General and/or Managing Partner

☐ Director

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter

Full Name (Last name first, if individual)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt \$ 0 \$0 ☐ Common ☐ Preferred \$0 Other (Specify____ \$ 710,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors..... \$.710,000 Non-accredited Investors \$0 Total (for filings under Rule 504 only) N/A Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505..... N/A N/A Regulation A N/A N/A N/A N/A Rule 504 Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.... \$ 0 Legal Fees \$ 18,000 Accounting Fees Engineering Fees \$ 0

Sales Commissions (specify finders' fees separately).....

Total

Other Expenses (identify) Filing fees

\$0

\$ 550

\$18,550

	b. Enter the difference between the aggregate offering price given in response to Part tion 1 and total expenses furnished in response to Part C - Question 4.a. This difference "adjusted gross proceeds to the issuer."	ence is the	\$ <u>691,450</u>
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or propused for each of the purposes shown. If the amount for any purpose is not known, estimate and check the box to the left of the estimate. The total of the payments listed the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4	furnish an must equal	
		Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	\ <u>\S_0</u>	⊠ \$ 0
	Purchase of real estate	\ <u>\times 0</u>	⊠ \$ 0
	Purchase, rental or leasing and iunstallation of machinery and equipment	\ <u>\S_0</u>	⊠ \$ <u>0</u>
	Construction or leasing of plant buildings and facitlities	\S <u>0</u>	⊠ \$ 0
	Acquisition of other businesses (including the value of securities involved in to offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		⊠\$ 0
	Repayment of indebtedness	\ <u>\times \text{\text{0}} \tag{0}</u>	⊠ \$ <u>0</u>
	Working capital	⊠\$ 0	⊠\$ 691,450
	Other (specify):	<u></u> ⊠\$ <u>0</u>	⊠ <u>\$ 0</u>
		<u></u> ⊠\$0	⊠\$0
	Column Totals		⊠\$ 0
	Total Payments Listed (column totals added)	⊠\$ <u>69</u>	91,450
	D. FEDERAL SIGNATURE		
ollo	e issuer has duly caused this notice to be signed by the undersigned duly authorized per owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securitie est of its staff, the information furnished by the issuer to any non-accredited investor p	s and Exchange Commiss	sion, upon written re-
ssu	ner (Print or Type) Signature	Date	
<u>M</u> aı	nifold Products, LLC	Janua	ary 26, 2004
	ne of Signer (Print or Type) Title of Signer (Print or Type)		
	vin Johnson Chief Executive Officer		

		E, STATE SIGNATURE	
1.	Is any party described in 17 CFR 23 of such rule?	0.262 presently subject to any of the disqualification process. See Appendix, Column 5, for state response.	rovisions Yes No
2.	The undersigned issuer hereby under Form D (17 CFR 239.500) at such to	rtakes to furnish to any state administrator of any state is imes as required by state law.	n which this notice is filed, a notice on
3.	The undersigned issuer hereby under issuer to offerees.	rtakes to furnish to the state administrators, upon written	request, information furnished by the
4.	Limited Offering Exemption (ULOE	at the issuer is familiar with the conditions that must be of the state in which this notice is filed and understands establishing that these conditions have been satisfied.	
	issuer has read this notification and kersigned duly authorized person.	nows the contents to be true and has duly caused this n	otice to be signed on its behalf by the
	er (Print or Type)	Signature MA	Date January 24, 2004
	ne (Print or Type)	Title (Print or Type)	1 January 22, 2004
Kev	rin Johnson	Chief Executive Officer	

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			4			5
	Intend to sell and aggregate to non-accredited investors in State (Part B-Item1) Type of securi and aggregate offering price offering price offered in State (Part C-Item1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
			Convertible Promissory Notes	Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK							**************************************		
AZ									
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IN	<u></u>								
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$710,000.00	7	\$675,000.00	0	\$0	- :	X
MI	***************************************								
MN	<u> </u>								
MS					,				
MO	····				·				
LIVIO		L				1			

APPENDIX

1	2		3	,		4.		5		
	Intend to sell to non-accredited investors in State (Part B-Item1) Type of securing and aggregat offering price offered in State (Part C-Item1)			Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Series B Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT							,			
NE				·						
NV										
NH										
NJ										
NM										
NY		X	\$710,000.00	2	\$25,000.00	0	\$0		X	
NC										
ND	.									
ОН										
OK										
OR										
PA										
RI		X	\$710,000.00	11	\$10,000.00	0	\$0		X	
sc										
SD										
TN										
TX		-				1				
UT								-		
VT										
VA							·			
WA										
WV			:							
WI										
WY		i								
PR								,		